

**ARTICLES OF DISSOLUTION OF
TOWN & COUNTRY HOMES, INC. OF LOUISVILLE**

Pursuant to KRS 271B.14-030, the undersigned corporation executes the following articles of dissolution.

- (A) The name of the corporation is Town & Country Homes, Inc. of Louisville
- (B) Dissolution was authorized by the board of directors on Aug 8, 2002 and by the shareholders on Aug 8, 2002.
- (C) The number of votes entitled to be cast on the proposal to dissolve was 1. The total number of votes cast for the dissolution was 1; the total number of votes cast against the dissolution was 0. The number of votes cast for dissolution was sufficient for approval.

IN WITNESS WHEREOF, the undersigned duly authorized officer has executed these articles of dissolution Aug 8, 2002.

TOWN & COUNTRY HOMES, INC. OF LOUISVILLE

By: *Christopher J. Knopf*
 Title: *President*

Christopher J. Knopf

**UNANIMOUS CONSENT IN LIEU OF A JOINT SPECIAL MEETING
OF THE BOARD OF DIRECTORS AND SHAREHOLDERS OF
TOWN & COUNTRY HOMES, INC. OF LOUISVILLE**

The undersigned, being all of the directors and shareholders of the corporation, do hereby take the following actions in lieu of an annual meeting of the Board of Directors and Shareholders pursuant to KRS 271B.8-210 and KRS 271B.7-040, respectively:

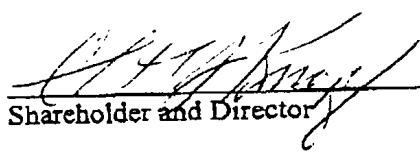
RESOLVED, that the shareholders hereby consent to and approve of the liquidation and dissolution of the corporation in accordance with the laws of the Commonwealth of Kentucky;

RESOLVED, that the liquidation and dissolution of the corporation be effected through the plan of liquidation and dissolution heretofore approved and adopted by the board of directors of the corporation and attached to the minutes of this meeting as exhibit A;

RESOLVED, that the shareholders agree to accept their respective rights and interests in the corporation's assets and to surrender all of the stock in the corporation in exchange therefor;

RESOLVED, that counsel for the corporation shall file articles of dissolution in the office of the Secretary of State of Kentucky and thereafter in the office of the clerk of Jefferson County, Kentucky, and all other such documents required by the Commonwealth of Kentucky in connection with the liquidation and dissolution of the corporation;

RESOLVED, that the proper officers of the corporation be, and they hereby are, authorized, empowered, and directed for and on behalf of the corporation, to do or cause to be done all such acts and things as they may deem necessary and proper in order to effect the liquidation and dissolution of the corporation in accordance with the plan of liquidation and dissolution.


Shareholder and Director

Shareholder and Director

Shareholder and Director

Pres. dtc
5/8/02

100%
Shareholder

Town & Country Homes, Inc.

P.O. BOX 43957 • PHONE 245-0543 • LOUISVILLE, KY. 40253

August 9, 2002

Kentucky Secretary of State Office
Corporation Division
P.O. Box 718
Frankfort, KY 40602-0718

Enclosed please find two copies of

1. Unanimous consent of directors and shareholders of Town & Country Homes, Inc. of Louisville
2. Articles of Dissolution for Town & Country Homes, Inc. of Louisville

Please send one copy back to me at:

Christopher J Knopf
P.O. Box 43957
Louisville, KY 40253